

**BYLAWS OF SCIOPEN RESEARCH GROUP, Inc.**  
**(a Delaware Non-Stock Corporation)**

**ARTICLE I – NAME AND OFFICE**

Section 1 – Name. The name of this corporation is SciOpen Research Group, Inc. (hereinafter referred to as the “Corporation”).

Section 2 –Registered Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Delaware, as required by Delaware General Corporation Law. The registered agent shall be a corporation authorized to transact business in the State of Delaware.

**ARTICLE II – GENERAL**

Section 1 – General. SciOpen Research Group is a nonprofit corporation, subject to the articles of its Certificate of Incorporation ("Charter"), originally filed and certified in Delaware on September 28th, 2012, and subject to Delaware General Corporation Law. **The Corporation is operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.**

Section 2 – Non-stock Corporation. The Corporation has no authority to issue capital stock.

Section 3 – Purpose. The specific purpose of this organization is to promote and facilitate research bridging basic scientific research to investigational therapeutics for amyotrophic lateral sclerosis (ALS). ALS is an invariably fatal disease for which no FDA approved treatment is currently regarded as effective at changing short or long term patient outcomes, to include slowing progression, reversing symptoms, or effectively curing a patient. The Organization will identify novel molecular entities with qualities applicable to ALS and will fund further development with the aim of delivering them into human clinical trial.

Section 4 – Limitations. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5 – No Campaigning. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 6 – Dissolution. Upon dissolution of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

### **ARTICLE III – MEMBERSHIP**

Section 1 – No Members. Neither the Certificate of Incorporation nor these Bylaws shall be deemed to provide for members. Therefore, for purposes of any law or rule relating to members of a non-stock corporation, the directors of the Organization shall also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

### **ARTICLE IV –BOARD OF DIRECTORS**

Section 1 – General Powers. Unless otherwise required by law, the Charter, or these Bylaws, the powers of the Corporation shall be exercised by, and the business and affairs of the Corporation shall be managed under the direction of, the Corporation's Board of Directors.

Section 2 – Number of Directors. The Corporation shall have five (3) Directors. The number of Directors may be increased or decreased pursuant to these Bylaws, but the number of Directors shall not be less than the minimum number of Directors required by law. The number of Directors may be so increased or decreased only by amendment of these Bylaws; provided, however, that the tenure of office of no Director shall be affected thereby.

Section 3 – Term of Office of Directors. Unless otherwise required by law, the Charter or these Bylaws, at each annual meeting of the Board of Directors, the Board of Directors, exercising the rights and powers of members, shall elect Directors to hold office until the next annual meeting and until their successors are elected and qualify. A simple majority of the full Board of Directors shall be required for election.

Section 4 – Regular Meetings. Regular meetings of the Board of Directors shall be held by means of remote communication as may be designated at any time and from time to time by resolution of the Board of Directors, and on such dates and at such times as may be designated at any time and from time to time by resolution of the Board of Directors, without notice other than such resolution or resolutions. Neither said resolution or resolutions of the Board of Directors, nor any other notice of any regular meeting of the Board of Directors (if any), need state the business to be transacted at or the purpose of any regular meeting of the Board of Directors.

Section 5 – Special Meetings. Special meetings of the Board of Directors may be called by any Director. Special meetings may be scheduled for any time and date with reasonable notice given, but all voting Directors must have the chance to participate. No actionable decision can be made at the special meeting unless each Director is either present or voluntarily absent. The Director calling the special meeting must state with reasonable specificity the business to be transacted at or the purpose of the special meeting of the Board of Directors.

Section 6 – Remote Communications. Unless otherwise required by law, the Charter or these Bylaws, members of the Board of Directors may participate in any annual, regular or special meeting of the Board of Directors, or in any meeting of any Committee, by means of conference telephone or other communications equipment if all Persons participating in the meeting can hear each other at the same time. Participation in any such annual, regular or special meeting of the Board of Directors, or in any such meeting of any Committee, by these means shall constitute presence in person at the meeting.

## Section 7 – Notice.

Section 7.1 – Notice of Annual Meeting. Unless otherwise required by law, the Charter or these Bylaws, not less than ten (10) days, and not more than ninety (90) days, before each annual meeting of the Board of Directors, the Secretary (or an Assistant Secretary or any other officer or agent of the Corporation designated by the Board of Directors) shall give notice in writing or by electronic transmission of the meeting to each director. The notice shall state (a) the date and time of the meeting, the place of the meeting, if any, and the means of remote communications, if any, by which directors may be deemed to be present in person and may vote at the meeting. The notice need not state the business to be transacted at or the purpose of an annual meeting of the Board of Directors, unless such notice is required by law, the Charter or any other provision of these Bylaws.

Section 7.2 – Notice of Regular Meetings. Unless otherwise required by law, the Charter or these Bylaws, no notice of regular meetings of the Board of Directors shall be required other than the Board of Directors resolution.

Section 7.3 – Notice of Special Meetings. Unless otherwise required by law, the Charter or these Bylaws, the Person or Persons calling the meeting, or an officer at the request of the Person or Persons calling the meeting, shall give notice of the meeting by electronic transmission to each director. The notice shall state the date and time of the meeting, the place of the meeting, if any, and the means of remote communications, if any, by which directors may be deemed to be present in person and may vote at the meeting. The notice must also state the business to be transacted at or the purpose of a special meeting of the Board of Directors.

Section 8 – No Presumption of Assent. A director of the Corporation who is present at any meeting of the Board of Directors, or at any meeting of any Committee, at which action on any matter is taken shall NOT be presumed to have assented to the action taken unless such director affirms his or her assent at the meeting.

## Section 9 – Quorum.

Section 9.1 – Quorum. At any meeting of the Board of Directors, including any Board of Directors meeting at which the directors exercise the rights and powers of members a majority of the number of directors then in office shall constitute a quorum.

Section 9.2 – Adjournment if no Quorum. At any meeting of the Board of Directors, including any Board of Directors meeting at which the Directors exercise the rights and powers of members, if less than a quorum is present, a majority of the Directors present may adjourn the meeting (and repeatedly re-adjourn any previously adjourned meeting) to such future date, time and location as they shall determine at which a quorum may be present without further notice; provided, however, that no such meeting may be adjourned (or re-adjourned) for more than an aggregate of sixty (60) days.

## Section 10 – Votes Required for Elections and Approvals.

Section 10.2 – Vote Required for Approvals. Unless otherwise required by law, the Charter or these Bylaws, the action of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present is the action of the Board of Directors. Voting on Board matters via email is also permitted as long as such communication is archived for future review.

Section 11 – No Proxies. Directors may not act by proxy or vote by proxy.

Section 12 – Informal Action of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors, or at a meeting of any Committee, may be taken without a meeting if a unanimous consent which sets forth the action is (a) given by electronic transmission by each member of the Board of Directors, or of the Committee, as the case may be, and (b) filed in electronic form with the minutes of proceedings of the Board of Directors, or of the Committee, as the case may be.

Section 13 – Vacancies on the Board of Directors.

Section 13.1 – Vacancies Due to any Cause other than Increase in the Number of Directors. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill any vacancy on the Board of Directors which results from any cause except an increase in the number of directors.

Section 13.2 – Vacancies Due to an Increase in the Number of Directors. A majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors.

Section 13.3 – Term of Office. A Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

Section 14 – Compensation of Directors. Serving on the Board of Directors is a volunteer privilege, and Directors shall not be compensated. However, Directors shall not be precluded from serving the Corporation in any other capacity (for example, as officers, consultants, independent contractors or professional advisors) and receiving reasonable compensation therefor.

Section 15 – Resignation of Directors. Any Director may resign at any time by giving notice of such resignation by electronic transmission to two or more other directors. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by such directors, and the acceptance of such resignation shall not be necessary to make it effective.

Section 16 – Removal of Directors. Unless prohibited by law, the Charter, or these Bylaws, at any annual, regular, or special meeting of the Board of Directors, duly called as provided in these Bylaws, any director may be removed with or without cause by the Board of Directors, exercising the rights and powers of members, by the action of a majority of all directors then in office.

Section 17 – Interested Director Transactions.

Section 17.1 – Authorization, Approval or Ratification. No contract or other transaction between the Corporation and any of its directors, or between the Corporation and any other organization, firm or other entity in which any of its Directors is a director or has a material financial interest, shall be void or voidable solely because of (a) the common directorship or interest, (b) the presence of the Director at the meeting of the Board of Directors or of the Committee which authorizes, approves or ratifies the contract or transaction or (c) the counting of the vote of the Director for the authorization, approval or ratification of the contract or transaction, if: (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or the Committee and the Board of Directors or Committee authorizes the contract or transaction by the affirmative vote of a majority of

disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the contract or transaction is fair and reasonable to the Corporation.

Section 17.2 – Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee, as the case may be, at which the contract or transaction is authorized, approved or ratified.

## **ARTICLE V – COMMITTEES**

Section 1 – Executive Committees. Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by Executive Committees, the membership of which shall be as set forth in a resolution of the Board.

Section 2 – Powers of the Committees. Any Committee, to the extent provided in these Bylaws or by the resolution of the Board of Directors, as the case may be, shall have and may exercise all of the powers and authority of the Board of Directors in the management of the committee related business, but no Committee shall have the power or authority to amend the Charter or these Bylaws.

Section 3 – Appointment and Vacancies. The creation and membership appointment of additional committees and the filling of vacancies on committees shall be directed by resolution of the Corporation's Board of Directors.

## **ARTICLE VI – OFFICERS**

Section 1 – Officers. The officers of the Corporation shall be elected or appointed by the Board of Directors. The officers of the Corporation shall include the normal capacities of a President, a Secretary and a Treasurer, and such other officers (if any) as the Board of Directors may at any time and from time to time deem advisable, including without limitation a Chairman of the Board of Directors (also known as the Chairman) and one or more Vice Presidents. The Chairman (if any) shall be required to be a director of the Corporation. Other than the Chairman, the officers of the Corporation shall not be required to be (but may be) directors of the Corporation. The same person may hold more than one office.

Section 2 – Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meetings of the Board of Directors or, if a vacancy occurs between annual meetings, at any regular or special meeting called for the purpose of electing officers to fill such vacancies.. Each officer shall hold office for a term ending at the next annual meeting of the Board of Directors and thereafter until such officer's successor shall have been duly elected and qualified or, if earlier, until such officer's death, resignation or removal from office.

Section 3 – Removal. Any officer may be removed by the Board of Directors at any time, with or without cause, with or without notice, and effective either immediately, on or after a specified date or upon the occurrence (or non-occurrence) of or after a specified event; provided, however, that any such removal shall be without prejudice to the contract rights, if any, of the Person so removed.

Section 4 – Vacancies. A vacancy in any office, including without limitation due to the death, resignation or removal of an officer, may be filled by the Board of Directors at any time for the unexpired portion of the term of such office.

Section 5 – Executive Director. The Executive Director shall be the chief executive officer and shall be required to be a Director of the Corporation. The Executive Director, when present, shall preside at all meetings of the Board of Directors. The Executive Director shall in general be responsible for the management of the Corporation. Further, the Executive Director shall have such other power and authority, and shall perform such other duties and responsibilities, as may be prescribed by the Board of Directors at any time and from time to time.

Section 7 – Vice President. One or more Vice Presidents (if any) may be elected by the Board of Directors at any time and from time to time. Any such Vice Presidents may have such designations as may be determined by the Board of Directors at any time and from time to time. Subject to the control of the Board of Directors, each Vice President shall have the general power and authority, and shall have the general duties and responsibilities of management required to fulfill the executive duties assigned. Each Vice President shall also have such other power and authority, and shall also have such other duties and responsibilities, as may be set forth in these Bylaws. Further, each Vice President shall have such other power and authority, and shall perform such other duties and responsibilities, as may be prescribed by the Board of Directors at any time and from time to time.

Section 8 – Secretary. The Secretary shall: (a) keep, or cause to be kept, the minutes of the Meetings of the Board of Directors, and any Committees, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Corporation's records; (d) if required, attest to or witness the signature of the Chairman, the President, a Vice President or any other officer authorized by law to so sign, on any deed, mortgage, bond, contract, agreement, lease, license, document, paper, release, receipt or other instrument of any nature whatsoever; (e) keep a register of the post office address of each director, which address shall be furnished to the Secretary by each such director; and (f) in general perform all duties incident to the office of secretary of a corporation. The Secretary shall also have such other power and authority, and shall also have such other duties and responsibilities, as may be set forth in these Bylaws. Further, the Secretary shall have such other power and authority, and shall perform such other duties and responsibilities, as may be prescribed by the Board of Directors at any time and from time to time.

Section 9 – Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall (a) have charge of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source; (c) deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors; (d) disburse the funds of the Corporation as may be instructed by the Board of Directors; (e) render to the President and the Board of Directors (when the Board of Directors so requests) an account of all the Treasurer's transactions and/or of the financial condition of the Corporation; and (f) in general perform all of the duties incident to the office of treasurer of a corporation. The Treasurer shall also have such other power and authority, and shall also have such other duties and responsibilities, as may be set forth in these Bylaws. Further, the Treasurer shall have such other power and authority, and shall perform such other duties and responsibilities, as may be prescribed by the Board of Directors at any time and from time to time. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety

or sureties as the Board of Directors shall determine.

Section 10 – Assistant Officers. The Board of Directors may at any time and from time to time elect or appoint one or more Assistant Officers, who shall hold office for such period and shall have such power and authority and perform such duties as the Board of Directors may prescribe at any time and from time to time. If no term of office is prescribed by the Board of Directors, each such Assistant Officer shall hold office for a term ending at the next annual meeting of the Board of Directors and thereafter until such officer's successor shall have been duly elected and qualified or, if earlier, until such officer's death, resignation or removal from office.

Section 12 – Resignation. Any officer may resign at any time by giving notice of such resignation in writing or by electronic transmission to the Executive Director or the Secretary (provided that the person to whom such notice is given is not the person who is himself or herself resigning). Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

## ARTICLE VII –INDEMNITY

Section 1 – Indemnity of Directors and Officers. To the maximum extent permitted by law in effect from time to time, any person or entity ("Person") who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Person (a) is or was a director or officer of the Corporation or of a predecessor of the Corporation or (b) is or was a director or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, member, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other entity shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including without limitation court costs and attorneys' fees) actually incurred by such Person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may (but need not) be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

Section 2 – Indemnification of Employees and Agents. To the maximum extent permitted law in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any Person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Person (a) is or was an employee or agent of the Corporation or of a predecessor of the Corporation or (b) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, member, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other entity may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including without limitation court costs and attorneys' fees) actually incurred by such Person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may (but need not) be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

Section 3 – Insurance. To the maximum extent permitted by the in effect from time to time, the Corporation may (but need not) purchase and maintain insurance or similar protection on behalf of any Person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director,

officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, member, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other entity against any liability asserted against and incurred by such Person in any such capacity or arising out of such Person's position, whether or not the Corporation would have the power to indemnify against liability under the provisions of this Article.

Section 4 – Amendment or Repeal of this Article. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of these Bylaws or the Charter inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 5 – Article not Exclusive. The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any officer, director, employee or agent of the Corporation may be entitled apart from the provisions of this Article.

## **ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1 – Contracts. In addition to the authority granted by the other provisions of these Bylaws, the Board of Directors may at any time and from time to time authorize any officer or officers, or any agent or agents, to enter into, execute and deliver any deeds, bonds, contracts, agreements, leases, licenses, documents, papers, releases, receipts and other instruments of any nature whatsoever in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 – Loans. No loans, other than trade debt entered into in the ordinary course of business, shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall at any time, and from time to time, be determined by resolution of the Board of Directors. No checks shall be signed in blank.

Section 4 – Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, trust companies or other depositories as the Board of Directors may select at any time and from time to time.

## **ARTICLE IX – FISCAL YEAR**

Section 1 – Fiscal Year. The fiscal year of the Organization shall be the calendar year.

**ARTICLE XI – AMENDMENTS**

Section 1 – Amendments. These Bylaws, or any of them, or any additional or amended Bylaws, may be amended, modified, supplemented, or repealed, in whole or in part, by the Board of Directors (a) at any annual or regular meeting of the Board of Directors without notice, (b) at any special meeting of the Board of Directors, the notice of which special meeting shall set forth the terms of the proposed amendment, modification, supplement, alteration, change and/or repeal, in whole or in part, of the Bylaws, and/or the terms of the proposed new, additional and/or restated Bylaws, to be made and/or adopted, as the case may be, or (c) by the unanimous consent of the Board of Directors.

Section 2 – Minute Book. Whenever any amendment, modification, supplement, and/or change of these Bylaws, in whole or in part, is made and/or adopted, or any additional or restated Bylaws are adopted, they shall be appropriately included in the Corporation's minute book containing the Corporation's Bylaws. If any Bylaw, or all of the Bylaws, are repealed, the fact of repeal shall be appropriately reflected in the Corporation's minute book.

THE FOREGOING IS A COMPLETE, TRUE AND  
CORRECT COPY OF THE BYLAWS OF SCIOOPEN  
RESEARCH GROUP, ADOPTED AND EFFECTIVE ON  
*MONTH, DAY, YEAR.*

By: Ryan Bethencourt  
Andrew Gengos  
Eric Valor

(Electronic Approval)